

March 31, 2026

Name of listed company: Chugai Pharmaceutical Co., Ltd.
Code number: 4519 (Prime Market of Tokyo Stock Exchange)
Head office: 1-1, Nihonbashi-Muromachi 2-Chome, Chuo-ku,
Tokyo
President & CEO: Osamu Okuda
Inquiries to: Kae Miyata
Head of Corporate Communications Dept.
Tel:
For media: +81-(0)3-3273-0881
For investors: +81-(0)3-3273-0554

Matters Concerning Controlling Shareholder, Etc.

1. Trade name, etc. of parent company, controlling shareholder (excluding parent company), other affiliated company

(As of December 31, 2025)

Name	Attribute	Ratio of voting rights held (%)	Financial instruments exchange, etc. on which the issued shares, etc. are listed
ROCHE HOLDING LTD	Parent company	61.12	<ul style="list-style-type: none">· SIX Swiss Exchange· US OTC market (ADRs)

2. Positioning of the Company in the corporate group centering on the parent company, etc. and other relationships between the Company and the parent company, etc.

ROCHE HOLDING LTD is the parent company of F. Hoffmann-La Roche Ltd. and the Company, and owns 61.12% of the voting rights of the Company. The Company and ROCHE HOLDING LTD entered into a basic agreement on an alliance in December 2001, and commenced business activities based on the strategic alliance in October 2002.

The Company and Roche have established a new business model through a strategic alliance that differs from conventional corporate acquisitions and joint ventures. For the Company, the major merits of this alliance are that it can maintain its management independence while securing a stable revenue base through the sales in the Japanese market of pharmaceuticals in-licensed from the Roche Group, and pharmaceuticals developed by the Company can be sold globally through Roche's network.

The key agreements with Roche are as follows:

- Arrangements regarding development compounds of Roche and Chugai
 - As the sole pharmaceutical company of the Roche Group in Japan,

- ✓ Chugai has the right of first refusal on the development and marketing in Japan of Roche's development compounds.
 - ✓ Roche has the right of first refusal on the overseas development and marketing of Chugai's development compounds
 - Rest of the world excluding Japan, South Korea and Taiwan
 - Offer to Roche at the early PoC stage for all compounds
 - Chugai retains co-promotion rights in the UK, Germany, and France (Regarding China, discussions will be held for each development compound)
- Arrangements regarding Chugai's management and officers
 - Roche respects Chugai's autonomy in management.
 - Roche has the right to nominate less than half of the candidates for Directors and Audit & Supervisory Board members, respectively.
 - Roche has the obligation to cooperate in maintaining Chugai's listing on the Prime Market of the Tokyo Stock Exchange.
 - Arrangements regarding disposition of shares held by Roche
 - Roche has the obligation to hold 25% or more of the total number of outstanding shares.
 - Roche cannot dispose of its shares to competitors without the prior consent of Chugai's Board of Directors.
 - Chugai has the right of first refusal upon Roche's disposition of shares.
 - Arrangements regarding issuance of shares, etc. by Chugai
 - Under certain conditions, Roche's prior consent is required for the issuance of shares, etc.
 - In the event that Chugai issues shares, etc., Roche has the pre-emptive right to maintain its shareholding ratio.

Furthermore, based on the above right to nominate Directors, out of the nine directors as of the filing date, the following three currently hold positions at Roche.

(Concurrent positions held by directors from Roche)

Position at the Company	Name	Positions at the Parent Company	Reason for appointment
Director	Thomas Schinecker	Roche Group, CEO	The Company has elected them, as the Company is of the judgment that they will be able to perform their roles and duties
Director	Teresa A. Graham	CEO of Roche Pharmaceuticals, Member of the Roche Corporate Executive Committee	

Director	Boris L. Zaitra	Head of the Roche Corporate Business Development, Member of the Roche Enlarged Corporate Executive Committee	as Directors appropriately, including providing supervision and advice on the management of the Company from a global perspective as members of the management of Roche.
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Although Chugai is a consolidated subsidiary of Roche, as mentioned above, Roche has agreed to cooperate in maintaining our listing on the Tokyo Stock Exchange's Prime Market. As an independent listed company, Chugai makes all decisions based on the principle of self-governance.

We recognize that management independence is ensured since the directors of the Company nominated by Roche do not constitute a majority of all directors of the Company. Furthermore, from the perspective of further enhancing the independence and objectivity of management, in accordance with the Corporate Governance Code, director candidates are deliberated on and their eligibility is determined by the Appointment Committee, where independent outside directors account for half of the members and one of them serves as the chairperson. The Company has appointed three independent outside directors, and the nomination of candidates for independent outside directors is also deliberated by the Appointment Committee prior to the resolution of the Board of Directors.

Based on the above, we recognize that the Company's independence in its business activities and management decisions is ensured.

3. Matters concerning transactions with controlling shareholder, etc.

Matters concerning transactions with controlling shareholders, etc. are stated in the notes on 'Material transactions and balances with related parties' in the Full Year Results (Jan-Dec 2025) (Jan 29, 2026).

https://www.chugai-pharm.co.jp/english/ir/reports_downloads/tanshin.html

4. Status of implementation of measures to protect minority shareholders in transactions, etc. with the parent company or controlling shareholders

In dealings with Roche, the Company has established the Special Committee, composed solely of Independent Outside Directors and Outside Auditors, which deliberates and reviews significant transactions and conducts, etc. that may generate a conflict of interests between Roche and minority shareholders from the perspectives of the necessity and rationality of the transaction, as

well as the appropriateness and fairness of the transaction terms, etc., and reports to the Board of Directors. In light of the importance of the transactions, matters to be resolved by the Board of Directors are deliberated prior to the Board meetings, and matters to be approved by the Executive Committee are periodically reported to the Special Committee. Through these measures, the Company protects the interests of minority shareholders by executing transactions fairly and with equivalent conditions, including price, to a transaction with a third party.

Note : This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

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